FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 26549

FORM D

UNIFORM LIMITED OFFERING EXEMPTION

NOTICE OF SALE OF SECURIFIE PURSUANT TO REGULATION D SECTION 4(6), AND/OR

F N OMB Number: 3235-0076 Expires: April 30, 2008

OMB APPROVAL



Name of Offering (check if this is an amendment and name has changed, and indicate change.) Newport Offshore Feeder Fund LP Filing Under (Check box(es) that apply): ☐ Rule 504 □ Rule 505 ☐ Section 4(6) ☐ ULOE Type of Filing: □ New Filing ■ Amendment A. BASIC IDENTIFICATION DATA Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Newport Offshore Feeder Fund L.P. (the "Fund") (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) Address of Executive Offices Registered office: c/o M&C Corporate Services Limited, Ugland House, South Church St., George Town, Grand Cayman, Cayman Islands Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code) (if different from Executive Offices) Brief Description of Business Investments in Newport Global Opportunities Fund LP (the "Main Fund") Type of Business Organization □ corporation ■ limited partnership, already formed □ other (please specify): business trust ☐ limited partnership, to be formed Month Year Actual or Estimated Date of Incorporation or Organization: ☐ Estimated 0 4 0 ■ Actual 6

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05) 22188077v2

			A. BASIC ID	ENTIFICATION DATA		
2. Enter t	he information rec	juested for the follow	ving:			
• E	ach promoter of the	he issuer, if the issue	r has been organized withir	n the past five years;		
• B	each beneficial ow	ner having the powe	r to vote or dispose, or dire	ct the vote or disposition of,	10% or more of a c	lass of equity securities of the issuer;
			•	porate general and managing		
		nanaging partner of p		sorute general and managing	paraters of paraters	Sup issuers, and
Check Box(e	es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	■ General and/or Managing Partner
DOM BOM	os) that rippiy.	_ Tromoto.	E Beneficial Chines	a baccaire amor	S Director	- Control and of Managing 1 at aller
	Last name first, if bal Opportunities	individual) GP LLC (the "Gene	eral Partner")			
			et, City, State, Zip Code) venue, Suite 150, The Woo	dlands, TX 77380		
Check Box(e	es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer ☐	Director ■ Gen	eral and/or Managing Partner*
	Last name first, if bal Advisors LP	individual)				
		(Number and Street), The Woodlands,	et, City, State, Zip Code) TX 77380			
Check Box(e	es) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer**	□ Director	☐ General and/or Managing Partner
Full Name (Janszen, Tim	Last name first, if nothy T.	individual)		•		
			et, City, State, Zip Code) venue, Suite 150, The Woo	dlands, TX 77380		
Check Box(e	s) that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer**	☐ Director	☐ General and/or Managing Partner
Full Name (Langdon, Ry	Last name first, if	individual)	,			
			et, City, State, Zip Code) venue, Suite 150, The Wood	dlands, TX 77380		
Check Box(e	es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer**	☐ Director	☐ General and/or Managing Partner
Full Name (May, Roger	Last name first, if A.	individual)				
			et, City, State, Zip Code) venue, Suite 150, The Wood	dlands, TX 77380		
Check Box(e	s) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer**	☐ Director	☐ General and/or Managing Partner
Full Name (I Reeg, Thoma	Last name first, if as R.	indiviđual)				
			et, City, State, Zip Code) venue, Suite 150, The Wood	dlands, TX 77380		
Check Box(e	s) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer**	□ Director	☐ General and/or Managing Partner
	Last name first, if bal Funding LP	individual)				
Business or F	Residence Address	(Number and Stree	t, City, State, Zip Code)			
			Providence RI 02903			
* Managing I	Member of the Ge	neral Partner. / ** M	lember of the General Partn	ner.		
		(Use h	lank sheet, or copy and use	additional copies of this she	et, as necessary.)	

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						B. INF	ORMATIC	ON ABOUT	OFFERI	NG				
														Yes No
1.	Has the	issuer sold	, or does th	e issuer inte	end to sell,	to non-accr	edited inve	stors in this	offering?					
									if filing un					
2.	What is	the minim	ım investm	ent that wil	l be accepte	ed from any	individual	?					*****************	\$10 million*
* Th	ne Genera	d Partner re	eserves the	right to acc	ept capital	commitmer	nts of lesser	amounts.						Yes No
3.	Does the	offering p	ermit joint	ownership	of a single	unit?								🔳 🛘
4.	solicitati registere	on of purcled with the	nasers in co SEC and/o	onnection w	ith sales of	securities i list the nan	n the offeri ne of the br	ng. If a persoker or dea	son to be lis	ted is an as	sociated pe	ssion or sin rson or age o be listed a	nt of a brok	
Full	Name (L	ast name fi	irst, if indiv	ridual)								,		
Merr	ill Lynch	& Co.												
Busi	ness or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip (Code)		-	1.11				
4 Wo	rld Finar	ncial Center	r, 27th Floo	or, New Yo	rk, NY 100	080								
Nam	e of Asso	ciated Bro	ker or Deal	er									-	
State	s in Whic	ch Person L	isted Has S	Solicited or	Intends to	Solicit Purc	hasers						-	
	(Check '	'All States"	or check i	ndividual S	tates)								•••••	■ All States
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Full l	Name (L	ast name fi	rst, if indiv	idual)										
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- 1	[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]	
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	
Equity	\$0	
□ Common □ Preferred	Φ0	
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$725,000,000*	
Other (Specify)	\$0	
Total	\$725,000,000	
e General Partner is seeking capital commitments for the Main Fund from limited partners in the amount of \$725,000,000, but retains the right to accept total capital commitments in excess of this amount. Answer also in Appendix, Column 3, if filing under ULOE.		
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Aggregata
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	2	\$60,000,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		\$
Answer also in Appendix, Column 4, if filing under ULOE. f this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold		
by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of		
ecurities in this offering. Classify securities by type listed in Part C - Question 1.		
ecurities in this offering. Classify securities by type listed in Part C - Question 1.	Type of Security	Dollar Amount Sold
Type of offering. Classify securities by type listed in Part C - Question 1.		Sold
	Security	Sold \$
Type of offering	Security	Sold \$\$
Type of offering	Security	Sold \$ \$
Type of offering Rule 505 Regulation A	Security	Sold \$ \$ \$ \$
Type of offering Rule 505 Regulation A Rule 504	Security	Sold \$ \$ \$ \$
Type of offering	Security	Sold \$ \$ \$ \$ \$ \$
Type of offering Rule 505 Regulation A Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in his offering. Exclude amounts relating solely to organization expenses of the issuer. The information may e given as subject to future contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees	Security	Sold S S S S S
Type of offering	Security	Sold \$ \$ \$ \$ \$ \$ \$
Type of offering. Rule 505. Regulation A. Rule 504. Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in his offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs.	Security	Sold S S S S S* S*
Type of offering Rule 505 Regulation A. Rule 504 Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in his offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees	Security	Sold S S S S S * S * S * S *
Type of offering. Rule 505. Regulation A. Rule 504. Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in his offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an stimate and check the box to the left of the estimate. Transfer Agent's Fees. Printing and Engraving Costs. Legal Fees. Accounting Fees.	Security	\$

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

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^{*} The Fund will bear its pro rata portion of all legal and other expenses incurred in the formation of the Fund and the Main Fund and the offering of the interests (other than any placement fees), up to an amount not to exceed \$2 million. Organizational expenses in excess of this amount, and any placement fees, will be paid by the Fund and the Main Fund but borne by the manager through a 100% offset against the management fee.

	C. OFFERING PRICE, NUMBER OF	· · · · · · · · · · · · · · · · · · ·				
	Enter the difference between the aggregate offering price given in re response to Part C - Question 4.a. This difference is the "adjusted gross					
		eds to the issuer used or proposed to be used for each of the purposes shown. If the nate and check the box to the left of the estimate. The total of the payments listed torth in response to Part C - Question 4.b above.				
			Payments to Officers, Directors, & Affiliates	Paymients To Others		
	Salaries and fees		\$14,500,000*	7 \$		
	Purchase of real estate	🖯 💲	L: \$			
	Purchase, rental or leasing and installation of machinery and equipr	「\$	Ĺ\$			
	Construction or leasing of plant buildings and facilities	Ū\$	C: \$			
	Acquisition of other businesses (including the value of securities in used in exchange for the assets or securities of another issuer pursuants.)	Ľ\$	□\$			
	Repayment of indebtedness	12 \$	J\$			
	Working capital	U\$	П\$			
	Other (specify): Investments in the Main Fund	■ \$708,500,000	U\$			
		,	л\$	1 \$		
	Column Totals		\$723,000,000	Ľ \$		
	Total Payments Listed (columns totals added)		\$72	\$723,000,000		
		•				
_	D. WILL	DERAL SIGNATURE				
u	issuer has duly caused this notice to be signed by the undersigned duly idertaking by the issuer to furnish to the U.S. Securities and Exchange daccredited investor pursuant to paragraph (b)(2) of Rule 502.	authorized person. If this notice is file				
u	er (Print or Type)	Signature	// Date			
u	port Offshore Feeder Fund L.P.	1000041	Vac July	25, 2006		
n		Title of Signer (Print or Type)	7			
ł	ger A. May	Member of Newport Global Opportu Offshore Feeder Fund L.P.	inities GP LLC, the general p	eartner of Newport		

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)